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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Ella Es - She Is Foundation Inc

DOCUMENT NUMBER: N23000003860

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paola C. Vergara, Esq.

(Name of Contact Person)

Vergara Legal P.A.

(Firm/ Company)

1792 Tower Bell Lane

(Address)

Weston, FL 33326

(City/ State and Zip Code)

paola@vergaralegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paola C. Vergara

954

708-1040

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
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**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted effective by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

### **Article I. Name**

The name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current new name will become effective upon the filing of this document.

Current/New Name: Ella Es – She is Foundation Inc

### **Article II. Address**

The mailing address of the Corporation is:

Ella Es – She Is Foundation Inc  
1010 SW 98 Avenue  
Pembroke Pines, FL 33025

### **Article III. Purpose**

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: charitable, scientific, and educational purposes. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

### **Article IV. Officers**

The names and addresses of the Corporation's officers are:

President:

Nadia Sanchez Gomez  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

Treasurer

Maria Victoria Valencia  
1010 SW 98 Avenue  
Pembroke Pines, FL 33025

Secretary

Andres J. Buitrago  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

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CORPORATION DIVISION

## **Article V. Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

## **Article VI. Registered Agent**

The name and address of the registered agent of the Corporation

Andres J. Buitrago  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

## **Article VII. Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

## **Article VIII. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Nadia Sanchez Gomez  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

Maria Victoria Valencia  
1010 SW 98 Avenue  
Pembroke Pines, FL 33025

Andres J. Buitrago  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

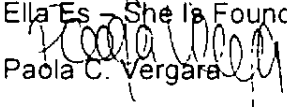
#### **Article IX. Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

#### **Article X Corporate Existence**

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Ella Es - She Is Foundation Inc  
  
Paola C. Vergara  
Attorney of Record

There are no members entitled to vote on the amendment. The date of adoption of the amendment by the board of directors is February 23, 2024

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Ella Es – She Is Foundation Inc

REGISTERED AGENT/OFFICE:

Andres J. Buitrago  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

/s/Andres J. Buitrago/  
4401 NW 87<sup>th</sup> Avenue Suite 709  
Doral, FL 33178

Date: Feb 23, 2024